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SUPPLEMENT TO MASTER DECLARATION  
OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR  
CARROLLWOOD VILLAGE, PHASE III

REC. 4536 813

WHEREAS, U.S. Home Corporation, as the Declarant, recorded a Master Declaration of Covenants, Conditions and Restrictions for Carrollwood Village, Phase III in O.R. Book 3684, at Page 294, Public Records of Hillsborough County, Florida (herein together with all amendments thereof and supplements thereto collectively called the "Master Declaration"), such Master Declaration being incorporated herein by reference; and

WHEREAS, Article VII of the Master Declaration provides a means by which land described on Exhibit "C" to the Master Declaration can, from time to time, be made subject to the terms and provisions of the Master Declaration, and to the jurisdiction and authority of the Carrollwood Village Phase III Homeowners Association, Inc. (the "Association") by the Declarant recording a Supplement to the Master Declaration for such Exhibit "C" land, or any part thereof; and

WHEREAS, U.S. Home Corporation is the owner in fee simple of the land described on Schedule 1 attached hereto and incorporated herein by reference, and wishes, as the Declarant, to add it to the land which is already subject to the terms and provisions of the Master Declaration and to the jurisdiction and authority of the Association, all pursuant to the terms of Article VII of the Master Declaration; and

WHEREAS, the land described on attached Schedule 1 is part of the land described on Exhibit "C" attached to the Master Declaration;

NOW, THEREFORE, U.S. Home Corporation, as the Declarant, pursuant to the terms of Article VII of the Master Declaration, does hereby declare that the land described on attached Schedule 1 shall henceforth be, and hereby is, made subject to, bound and encumbered by all of the terms, conditions and provisions of the Master Declaration, such that the land described on attached Schedule 1 shall be included within the term "Properties" as used in the Master Declaration, and shall be subject to all terms and provisions thereof, including without limitation, the assessment and lien provisions thereof, and shall also be subject to the jurisdiction and authority of the Association, including without limitation, its Articles of Incorporation, Bylaws and Rules and Regulations.

The land described on attached Schedule 1 shall now and henceforth be held, sold and conveyed subject to the easements, restrictions, covenants and conditions of the Master Declaration hereby imposed by this instrument, which are for the purpose of protecting the value and desirability of, and which, subject to the amendment provisions thereof, shall run with the land and be binding on all parties having any right, title or interest therein, or any part thereof, their respective heirs, personal representatives, successors and assigns, and shall inure to the benefit of each Owner thereof.

U.S. Home Corporation, as the Declarant, hereby certifies that the prior written approval of the Veterans Administration has been obtained to the recording of this Supplement. Pursuant to the terms of Article VII of the Master Declaration, no consent or approval of any other person or party is required to the recording of this Supplement.

IN WITNESS WHEREOF, the undersigned corporation has executed this Supplement to Master Declaration of Covenants, Conditions

JAMES F. TAYLOR, JR.  
CLERK CIRCUIT COURT  
RECORDING DEPT.  
HILLSBOROUGH CO.  
TAMPA, FL 33601

This Instrument Prepared By  
(and Return To):  
E. D. Armstrong III, Esquire  
Johnson, Blakely, Pope, Bokor  
& Ruppel, P.A.  
911 Chestnut Street  
Clearwater, FL 33516

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and Restrictions for Carrollwood Village, Phase III by its duly authorized officers as of this 3rd day of April, 1985.

Signed, sealed and delivered in the presence of:

"Declarant"

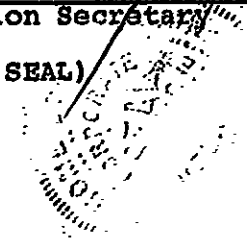
U.S. HOME CORPORATION, a Delaware corporation

Albert Boehlman

By: Randy Palmer  
Division President

Attest: Edward Gancwiler  
Division Secretary

(CORPORATE SEAL)



STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this 3rd day of April, 1985 by Randy Palmer and Edward Gancwiler as Division President and Division Secretary, respectively, of U.S. HOME CORPORATION, on behalf of the corporation.

Joe A. Mitchell  
Notary Public

My commission expires:

Notary Public, State Of Florida At Large  
My Commission Expires Mar. 28, 1988  
Bonded By SAFECO Insurance Company of America

RE11B.4-03205

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OFF. REC. 4536 815

SCHEDULE 1

The following real property in Hillsborough County, Florida:

Lots 20 through 29 inclusive, Block 1, and Lots 6 through 9 inclusive, Block 3, and Lots 1 through 3, and 12 through 14, inclusive, Block 4, and Lots 15 through 17 inclusive, Block 5, Village XIII of Carrollwood Village, Phase III, Unit 3, according to the map or plat thereof recorded in Plat Book 56, Page 38, Public Records of Hillsborough County, Florida.

CERTIFIED COPY